

NACCO INDUSTRIES INC  
Form 4  
February 02, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RANKIN ALFRED M ET AL

(Last) (First) (Middle)

NACCO INDUSTRIES, INC., 5875  
LANDERBROOK DRIVE, STE.  
300

(Street)

CLEVELAND, OH 44124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NACCO INDUSTRIES INC [NC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/04/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO / Group Member

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	04/10/2009		J <sup>(2)</sup>	V	4,800	D	\$ 0 23,200	I	AMR - Trust3 (Grandchildren) <sup>(1)</sup>
Class A Common Stock	05/04/2009		J <sup>(4)</sup>	V	2,000	D	\$ 0 0	I	AMR - Trust4 (Charities) <sup>(3)</sup>
Class A Common Stock	05/04/2009		J <sup>(4)</sup>		400	A	\$ 0 27,008	I	AMR - Trust2 (SR) <sup>(5)</sup>
Class A Common Stock	09/19/2009		J <sup>(8)</sup>	V	1,214	D	\$ 0 0	I	CTR 2009A

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Common Stock									GRAT/Trust <sup>(6)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	1,214	A	\$ 0	1,214	I	CTR - Trust <sup>(7)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	16,224	D	\$ 0	0	I	BTR 2009A GRAT/RAII <sup>(10)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	16,224	A	\$ 0	28,073	I	BTR - RAI <sup>(11)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	5,401	D	\$ 0	0	I	AMR 2009A GRAT/RAII <sup>(12)</sup>
Class A Common Stock	09/19/2009	<u>J<sup>(8)</sup></u>	V	5,401	A	\$ 0	15,945	I	AMR - RAI <sup>(13)</sup>
Class A Common Stock	11/23/2009	<u>J<sup>(17)</sup></u>	V	7,000	A	\$ 0	8,214	I	CTR - Trust <sup>(7)</sup>
Class A Common Stock	11/25/2009	G	V	4,110	D	\$ 0	23,963	I	BTR - RAI <sup>(11)</sup>
Class A Common Stock	11/25/2009	G	V	240	A	\$ 0	563	I	BTR - Class A Trust
Class A Common Stock	11/25/2009	G	V	7,920	D	\$ 0	294	I	CTR - Trust <sup>(7)</sup>
Class A Common Stock	11/25/2009	G	V	6,568	D	\$ 0	9,377	I	AMR - RAI <sup>(13)</sup>
Class A Common Stock	11/25/2009	G	V	821	A	\$ 0	8,498	I	HRB - RAI <sup>(18)</sup>
Class A Common Stock	11/25/2009	G	V	240	A	\$ 0	127,870	I	AMR - Trust - A <sup>(16)</sup>
Class A Common Stock	11/25/2009	G	V	240	A	\$ 0	21,006	I	VGR - Trust <sup>(19)</sup>
Class A Common Stock	11/25/2009	G	V	240	A	\$ 0	39,162	I	HRB - Trust <sup>(20)</sup>

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Class A Common Stock	11/25/2009		G V 411	A	\$ 0	8,909	I	HRB - RAII <sup>(18)</sup>	
Class A Common Stock	11/26/2009		J <sup>(23)</sup> V 7,042	D	\$ 0	22,958	I	BTR-2010GRAT - RAII	
Class A Common Stock	11/26/2009		J <sup>(23)</sup> V 7,042	A	\$ 0	31,005	I	BTR - RAII <sup>(11)</sup>	
Class A Common Stock	01/29/2010		A <sup>(24)</sup>	24,200	A	\$ 0	152,070	I	AMR - Trust - A <sup>(16)</sup>
Class A Common Stock						14,000	I	AMR - IRA <sup>(25)</sup>	
Class A Common Stock						22,385	I	AMR - RAIIV <sup>(26)</sup>	
Class A Common Stock						1,975	I	AMR - RMI (Delaware) <sup>(27)</sup>	
Class A Common Stock						6	I	AMR RAIIV GP	
Class A Common Stock						30,000	I	AMR/Trust (Unitrust) <sup>(28)</sup>	
Class A Common Stock						15,705	I	BTR - RAIIV <sup>(29)</sup>	
Class A Common Stock						2,116	I	VGR - RAII <sup>(30)</sup>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number of Shares
				Code	V				
Class B Common Stock	\$ 0 <u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	7,000	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	7,000
Class B Common Stock	<u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	7,000	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	7,000
Class B Common Stock	<u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	33,141	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	33,141
Class B Common Stock	<u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	33,141	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	33,141
Class B Common Stock	\$ 0 <u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	12,870	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	12,870
Class B Common Stock	<u>(9)</u>	09/19/2009	J <sup>(8)</sup>	V	12,870	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	12,870
Class B Common Stock	<u>(9)</u>	11/23/2009	J <sup>(17)</sup>	V	7,000	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	7,000
Class B Common Stock	<u>(9)</u>	11/23/2009	J <sup>(17)</sup>	V	7,000	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	7,000
Class B Common Stock	\$ 0 <u>(9)</u>	11/25/2009	J <sup>(22)</sup>	V	33,141	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	33,141
Class B Common Stock	<u>(9)</u>	11/25/2009	J <sup>(22)</sup>	V	33,141	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	33,141
Class B Common Stock	<u>(9)</u>	11/26/2009	J <sup>(8)</sup>	V	23,387	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	23,387
Class B Common Stock	<u>(9)</u>	11/26/2009	J <sup>(8)</sup>	V	23,387	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	23,387
Class B Common Stock	\$ 0 <u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	62,671



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- (11) Represents the proportionate limited partnership interest in shares held by Rankin Associates II, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (12) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (13) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates II, L.P.
- (14) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a qualified annuity interest trust for the benefit of Reporting Person.
- (15) Represents shares which are held in a qualified annuity interest trust for the benefit of Reporting Person.
- (16) Reporting Person serves as Trustee of a Trust for the benefit of the Alfred M. Rankin, Jr.
- (17) Reporting Person exchanged shares of Class A Common Stock for like amount of Class B Common Stock with another member of the group.
- (18) Represents the Reporting Person's daughter's proportionate limited partnership interest in shares held by Rankin Associate II, L.P., which is held in a trust for the benefit of the daughter. Reporting Person is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (19) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Victoire G. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (20) Reporting Person serves as Trustee for a Trust held for the Benefit of Reporting Person's daughter. Reporting Person disclaims beneficial ownership of all such shares.
- (21) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates I, L.P.
- (22) Transfer of shares into GRAT.
- (23) Reporting Person transferred shares of Class A Common Stock between main trust and GRAT.
- (24) Shares of Class A Common Stock awarded to the Reporting Person under the Company's Executive Long-Term Incentive Compensation Plan.
- (25) Held in an Individual Retirement Account for the benefit of the Reporting Person.
- (26) Represents Reporting Person's Proportionate limited partnership interest in shares held by Rankin Associates IV, L.P.
- (27) Represents the Reporting Person's proportionate limited partnership interest in shares of Rankin Associates II, L.P. held by Rankin Management, Inc. ("RMI"), as general partner.
- (28) Reporting Person serves as Trustee of the Clara T. Rankin Remainder Unitrust#2 u/a/d 1/5/77. Reporting Person disclaims beneficial ownership of all such shares.
- (29) (BTR RAIIV) Represents the proportionate limited partnership interest in shares held by Rankin Associates IV, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (30) Represents the Reporting Person's spouse's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. . Reporting Person disclaims beneficial ownership of all such shares.
- (31) Represents the proportionate limited partnership interest in shares held by Rankin Associates I, L.P., which is held in a trust for the benefit of Bruce T. Rankin. Reporting Person serves as the Trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.

### Remarks:

"Remark on Insider Relationship" - As a member of a "group" deemed to own more than 10% of an equity security as a result

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